

SASKATCHEWAN CO-OPERATIVE ELEVATOR CO.

===== LIMITED =====

INCORPORATED BY SPECIAL ACT OF
THE SASKATCHEWAN LEGISLATURE

BY-LAWS



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REVISED NOVEMBER 11, 1914

PASADENA
CO-OPERATIVE
ELEVATOR CO.

BY-LAWS



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SASKATCHEWAN CO-OPERATIVE ELEVATOR CO., LTD.

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*Adopted at the first General Meeting of the Company, July 6, 1911,
including amendments to November 11, 1914.*

By-law No. 1.—Meetings.

1. The Annual General Meeting of this Company shall be held at such place and on such date as shall be set by the delegates at the previous Annual General Meeting.

2. A Special General Meeting of the Company may be called at any time by the Board of Directors, whenever they deem the same necessary or advisable for any purposes not contrary to law or to the Act of Incorporation; and it shall also be necessary for the President to call a Special General Meeting whenever requested to do so, in writing by one-quarter in number of the Locals comprising the Company, always provided that such written requisition shall contain a clear statement of the business to be transacted at such Special Meeting.

3. Meetings of the Board of Directors shall be held as often as the business of the Company may require, at least once every quarter, and shall be called by the President.

4. A Special Meeting of the Board of Directors may be called at the instance of one-third in number of the Board, provided that they request the President in writing to call such meeting and also state the business to be brought before the Board.

5. Five Directors shall constitute a quorum at all meetings of the Board of Directors and a majority vote of members present shall decide all questions.

By-law No. 2.—Expense of Meetings.

1. Transportation expenses and a per diem expense allowance of \$3.00 shall be paid to all delegates to future General Meetings and same shall be charged to Current Expenditures of the Company.

2. The Directors of the Company shall be paid transportation charges when attending meetings of the Board and also \$3.00 per diem expense allowance in addition to \$5.00 per day salary.

By-law No. 3.—Notice of Meetings.

1. Notice of the time and place for holding the Annual Meeting of the Company shall be given at least sixty days prior to the date of such meeting by a letter addressed to each shareholder and in addition thereto a notice shall be mailed to each Local Secretary by registered letter.

2. Notice of the time and place for holding any Special Meeting of the Company shall be given at least 20 days prior to the date of such meeting by registered letter addressed to each Local Secretary and Chairman.

3. Notice of the time and place for holding meetings of the Board of Directors shall be given at least seven days prior to the date of such meeting by letter addressed to each member of the Board.

4. Any notice, if given by post, shall be deemed to have been served at the time when the letter containing the same is put into the post office, and in proving the giving of the notice it shall be sufficient to prove that the letter containing the notice was properly addressed and stamped and put into the post office.

By-law No. 4.—Procedure at Meetings.

1. The President of the Company shall, if present, be the presiding officer at all General Meetings of the Company, the Board of Directors and the Executive Committee, he shall not vote on any question except in case of a tie when he shall have the deciding or casting vote.

2. Delegates from Locals to the Annual General or any Special Meeting of the Company shall present to the Secretary in such form as shall be decided by the Board credentials duly signed by the Local Chairman and Local Secretary before being permitted to take part in the business of the meeting.

By-law No. 5.—Elections.

1. Any shareholder in good standing shall be eligible to be elected a Director of the Company.

2. Any Director of the Company, provided he is a shareholder in good standing, shall, upon retiring from office be eligible for re-election.

3. Candidates for the position of Director (under Section 9 of the Act) shall be nominated openly in the Annual Meeting of the Company and shall be elected by secret ballot, and no candidate shall be declared elected who does not receive the support of the majority of ballots cast.

4. At all General Meetings of the Company each delegate shall have one vote and no proxies shall be allowed; a majority vote of delegates present shall decide all questions.

5. For the purpose of electing the three Directors necessary each year under Section 9 of the Act, the names of all candidates shall be printed on ballot papers and each delegate shall place a cross opposite to the names of the three candidates he desires to vote for.

6. Any ballot papers for the election of Directors not containing votes to the exact number of Directors required shall be declared spoiled.

7. For the purpose of declaring the result of the Annual Election three duly qualified shareholders, who are also delegates but not candidates, shall be selected by the Chairman to act as scrutineers.

8. The Board of Directors shall meet immediately after the Annual General Meeting of the Company and organize by electing from their own number a President and Vice-President of the Company, and appointing a Secretary and Treasurer who may, or may not, be Directors, provided that it shall be competent for one person to hold both the offices of Secretary and Treasurer.

By-law No. 6.—Powers of the Board of Directors.

1. The Board of Directors shall be empowered to appoint an Executive Committee, consisting of President, Vice-President and one other member of the Board, any two of which shall constitute a quorum.

2. The Board of Directors shall have power to engage and to fix the salaries or compensation of all officers, agents, and employees of the Company, and also to define their duties; but may, if it be deemed advisable, delegate such powers to the Executive Committee, or to such officer or officers as may be in control of the Company's business.

3. The Board of Directors shall have power to adopt such measures, not inconsistent with the Act or with these by-laws, as they deem best calculated to promote the interests of the shareholders, and to that end shall have power to delegate from time to time such powers as may be deemed advisable to the Local Boards of Management. The Board of Directors may also frame and enforce from time to time such rules and regulations for the proper management of the Company's business as they deem expedient.

4. The Board of Directors shall have power to fill any vacancy that may occur on the Board and the person appointed shall hold office until the next General Meeting.

5. The Board of Directors shall have power to allot the shares of the Company, but may, if it be deemed advisable, delegate such power of allotment to the Executive Committee.

6. The Board of Directors shall have power to borrow, upon such terms and conditions as they may approve, such sums of money as may be necessary for the proper carrying out of the business of the Company under the provisions of the Act of Incorporation.

7. The Board of Directors shall have power to allot at their discretion additional shares for any established Local and to register the new shareholders as supporters of that Local.

8. The Board of Directors shall engage a General Manager for the Company and shall frame such rules and regulations for his guidance as they deem necessary for the proper conduct of the Company's business.

9. The Directors are hereby authorized to execute and deliver from time to time to His Majesty the King, in the right of the Province of Saskatchewan, any mortgage or mortgages upon all the real and personal immovable and movable property of the Company or any portion or portions thereof by way of security for advances or loans made by the said Government to the Company for the purpose of aiding in the acquisition or construction of any local elevator.

(a) The Directors are also hereby authorized to execute and deliver from time to time to His Majesty the King, in the right of the said Province, such assignments, transfers or conveyances of the lands upon which the said elevators are or hereafter may be built and all the right, title and interest in the Company in and to the said lands or any portion or portions thereof by way of security for all advances and loans made by the Government to the Company.

(b) The Directors are hereby specially authorized to borrow from time to time from the said Government such sum or sums as the said Government may be willing to advance or loan for the acquisition or construction of elevators at different points within the limits of the said Province, and give to the said Government such security or securities therefor as may be provided for in any agreement made hereafter between the Company and the said Government.

(c) The powers conferred on the Directors by this by-law shall extend to all future Directors and shall apply to all the present and future sums borrowed upon the credit of the Company or for the purposes aforesaid and to all present and future indebtedness and liabilities of the Company and to the present and future property and assets of the Company, whether specifically referred to in this by-law or not.

(d) The Directors may at any time or times and without any further sanction, mortgage or pledge the real or personal property of the Company as security for any sum already borrowed or for any sums borrowed at the time or any future time or for any portion or portions of the present or future indebtedness or liabilities of the Company, or otherwise, and shall include the power to give such mortgages, pledges

or other securities to the Government and may contain such special, general or extraordinary clauses and provisions as the Directors may see fit.

(e) All said mortgages, pledges or other securities may be signed by the President or Vice-President and the Secretary, or other person or persons appointed by the Board for that purpose, and the corporate seal of the Company may be attached as occasion may require and the same shall be valid and binding on the Company.

(f) The Directors are hereby further specially authorized to assign and transfer to His Majesty the King, in the right of the said Province, all that portion of the capital of the Company which at present is uncalled, in respect of each of the shares in the capital of the Company which have been issued and are outstanding and all calls and sums hereafter made or received in respect thereof, together with that portion of the capital of the Company which at any future time may be issued, and upon which there should remain any portion uncalled in respect of such shares, and also all calls and sums hereafter made and received in respect thereof as security for any and all advances made or to be hereafter made and received in respect thereof as security for any or all advances made or to be hereafter made by the Government to the Company for the purposes hereinbefore mentioned.

10. Regarding the uncalled capital aforesaid, assigned by the last preceding clause hereof, the following provisions shall have effect:

(a) The Government may, at any time hereafter, permit the Company to call up such capital or to receive the same or any part thereof in advance of call:

(b) Such permission may be given on such terms and conditions as to the Government may seem expedient:

(c) All such moneys if and when paid up shall belong and be paid over to the Government, and shall be carried to the credit of the Company and applied, first, on the payment of any overdue interest, taxes, insurance or costs charged up against the Company by the Government in connection with any of the loans or advances hereinbefore referred to, and secondly, on account of principal of any of such loans:

(d) Save as herein provided none of the mortgaged capital of the Company shall, during the continuance of any of the securities held by the Government, be called up or received in advance of call:

(e) The Company shall not at any time during the continuance of any of the securities given by them to the Government, create any charge on the uncalled capital aforesaid, without giving previous notice in writing to the person or persons in whose favor such charge is created of the assignment thereof hereby made.

By-law No. 7.—Powers of Executive Committee.

1. The Executive Committee shall have such powers as are delegated to them by resolution of the Board of Directors, and shall be responsible to the Board for the proper carrying out of any policies entrusted to them, and shall generally exercise a supervisory authority over the affairs of the Company.

By-law No. 8.—Duties of Officers.

President.

1. It shall be the duty of the President of the Company to preside at all meetings of the Company, the Board of Directors and the Executive Committee. He shall be an *ex officio* member of all Committees appointed. He shall also submit to the Annual General Meeting of the Company the Directors' Report of the affairs of the Company. In case of absence of the President or his inability to act from any cause, these duties shall be discharged by the Vice-President, and in case of the office of the President becoming vacant, the Vice-President shall be President until the next Annual General Meeting.

(a) The President shall, with the Secretary, sign, execute and deliver all deeds or conveyances of real estate which the Directors may order executed, and also sign all certificates of allotment of shares of the Company which have been passed upon by the Board of Directors. He shall, with the Secretary, authenticate by his signature the seal of the Company, and shall countersign all cheques signed by the Treasurer on behalf of the Company, being, with the Treasurer, responsible therefor. In case of absence of the President, these duties shall be discharged by the Vice-President or such other officer as may be appointed by the Board.

(b) Provided always that the signature of the President of the Company may be lithographed or stamped upon any allotment certificate, instalment dividend certificate or share certificate instead of being signed thereon and the said signature of the President so lithographed or stamped on the said documents shall be as valid and binding on the Company as if the same had been duly signed by the President.

Secretary.

2. It shall be the duty of the Secretary to attend all meetings of the Company, the Board of Directors and the Executive Committee, and to keep correct minutes of the same.

(a) He shall have charge of the seal of the Company, which shall, whenever used, be authenticated by the signatures of the President, or Vice-President, and the Secretary. All certificates of allotment of shares of the Company, applications for which have been passed upon by the Board of Directors, shall be signed by the President, or Vice-

President, and the Secretary. In case of absence of any or all of them, these duties shall be discharged by such officers as may be appointed by the Board.

(b) The Secretary shall have charge of the correspondence of the Company relating to all matters as aforesaid, and all records which may be in his charge shall be open to the inspection of the Directors at all proper business hours. He shall cause the Treasurer's statement of the Company's financial position to be printed and distributed to all shareholders of the Company prior to the Annual General Meeting.

(c) He shall cause the By-laws to be printed and a copy sent to each shareholder of the Company.

(d) He shall perform all such other duties as the Directors may determine.

Treasurer.

3. The Treasurer shall receive and give a receipt for all moneys paid to the Company and shall be responsible for the deposit of the same in whatever bank the Directors may order. All cheques, bills of exchange and other negotiable instruments shall be signed by the President or Vice-President and the Treasurer and in case of the absence of any or all of them by such officers as may be appointed by the Board. He shall be responsible for the keeping of a proper set of books showing correctly all the dealings of the Company and shall have charge of all the correspondence, records, papers, documents and vouchers relating to the said dealings of the Company. He shall present a full detailed account of receipts and disbursements, to the Board, Executive Committee or General Manager whenever requested by them and shall prepare for submission to the Annual General Meeting of the Company a complete statement of its financial position, a copy of which statement he shall render to the Secretary for the purpose of distribution to the shareholders.

(a) He shall perform all such other duties as the Directors may determine.

By-law No. 9.—Allotment and Transfer of Shares.

1. The allotment certificates of the Company shall be issued in such form as the Board shall direct, and the Provincial Auditor approve, and shall be numbered and entered in a register kept for that purpose. They shall show the number of the subscriber's application, his name, Post Office address, name and number of local, number of shares, with the distinctive numbers of such shares, and amount paid up, and shall be signed by the President and Secretary.

2. No transfer of shares from one person to another shall be valid unless approved by the Board of Directors, or Executive Committee if so authorized by the Directors, upon the recommendation of the Secretary who shall first satisfy himself that the person to whom the transfer is to be made does not, by reason of the proposed transfer, hold more than

twenty shares. The Secretary shall also satisfy himself that the proposed transfer does not lower the acreage tributary to any Local below the number of acres prescribed in the Act.

3. Transfers of shares shall only be made on the books of the Company in the presence of the Secretary or other authorized officer of the Company either in the presence of the holder in person or his attorney duly authorized in writing. In case of transfers by executors, guardians or by any other legal representative, duly authenticated evidence of their authority shall be presented to the Company. No transfer shall be made until the certificate has been delivered up to the Secretary of the Company. The possession of certificate shall not be regarded as vesting any ownership in the shares in any other than the person whose name appears thereon until the transfer be duly made upon the books of the Company aforesaid.

4. All applications for shares must be submitted to, and approved by the Board of Directors before allotment certificate is issued, and a regular register shall be kept of every certificate issued showing the number thereof, the name and address of the person to whom it was issued, the number of shares, with the distinctive numbers of such shares, the Local and amount paid up, which register shall be kept by the Secretary. On the transfer and cancellation of any certificate the Secretary shall make the necessary entries of such transfer and cancellation on the books of the company. No shares may be transferred or dividends paid thereon to any shareholder who is indebted to the Company.

5. Each transfer agreement shall be delivered up to the Secretary accompanied by the allotment certificate, scrip, or share certificate and with \$1.00 in payment of transfer fee and no transfer shall be made until the foregoing requirements have been complied with.

By-law No. 10.—Calls on Shares.

1. Subject to the provisions of Section 10, of By-law 6 of the Company, the Directors may from time to time make calls upon the members in respect of any moneys unpaid on their shares, provided that no calls shall be payable at less than one month from the last call, and each member shall (subject to receiving at least fourteen days' notice specifying the time or times of payment) pay to the Company at the time or times so specified the amount called on his shares.

2. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.

3. If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest upon the sum at the rate of seven (7) per cent. per annum from the day appointed for the payment thereof to the time of the actual payment but the Directors shall be at liberty to waive payment of such interest wholly or in part.

4. A call shall be deemed to have been made at the time that the resolution of the Directors authorizing such call was passed.

5. The provisions of these regulations as to payment of interest shall apply in the case of non-payment of any sum which by the terms of issue of a share becomes payable at a fixed time, whether on account of the amount of the share or by way of premium, as if the same had become payable by virtue of a call duly made and notified.

6. The Directors may make arrangements on the issue of shares for a difference between the holders in the amount of calls to be paid and in the times of payment.

7. Subject to the provisions of Section 10, of By-law No. 6 of the Company, the Directors may, if they think fit, receive from any member willing to advance the same, all or any part of the moneys for the time being remaining uncalled and unpaid upon any shares held by him, and may pay dividends upon the moneys so paid in advance or upon so much thereof as from time to time remain in advance of the calls then made upon such shares as is actually called up. If the Directors see fit to receive any such moneys in advance, they may in lieu of paying dividends thereon (until the same would but for such advances become presently payable) pay interest out of the profits of the Company upon the same or upon so much thereof as from time to time remain in advance of the calls at such rate, not exceeding eight (8) per cent. per annum, as they think fit, subject to any direction of the Company in General Meeting.

By-law No. 11.—Distribution of Profits.

1. The Board of Directors may by resolution in meeting make distribution of the net profits of the Company in any manner authorized by section 20 of the Company's Act of Incorporation.

By-law No. 12.—Local Meetings.

1. The Annual Meeting of the supporters of a Local under the provisions of Section 14 of the Act, shall be held upon such date and at such place as shall be decided by the Local Board of Management, always provided that such meeting shall be held at least thirty days prior to the date of the Annual General Meeting.

2. At the said Annual Meeting of the supporters of a Local, one delegate may be elected to attend the Annual General Meeting of the Company.

3. A Special Meeting of the supporters of a Local may be called at any time by the Local Board of Management whenever they deem the same necessary or advisable for any purposes not contrary to law or

the Act of Incorporation. It shall also be necessary for the Chairman of the Local Board of Management to call a Special Meeting of the supporters of the Local whenever requested to do so in writing by one-quarter in number of such supporters, always provided that such written requisition shall contain a clear statement of the business to be transacted at such Special Meeting.

4. At any Annual or Special Meeting of the supporters of a Local for the transaction of business after due notice has been given to all shareholders who are supporters of that Local a majority vote of the supporters present shall decide all questions.

5. Meetings of the Board of Management of a Local shall be held as often as shall be decided by by-law passed at the Annual or Special Meeting of supporters of the Local, always provided that three members of the Local Board shall constitute a quorum.

6. Special Meetings of the Board of Management of a Local shall be held under such circumstances and subject to such conditions not contrary to the Act or to these by-laws as shall be decided by by-law passed at the Annual or Special Meeting of supporters of the Local.

7. Notice of the time and place for holding the Annual or Special Meeting of the supporters of a Local shall be given in such form and under such conditions as are decided by by-law passed at the Annual or Special Meeting of the supporters of the Local.

8. Notice of the time and place for holding meetings of the Board of Management of a Local shall be given in such form and under such conditions as are decided by by-law passed at the Annual or Special Meeting of the supporters of the Local.

By-law No. 13.—Procedure at Local Meetings.

1. The Chairman of the Local Board of Management shall, if present, be the presiding officer at all meetings of the supporters of the Local, and at all meetings of the Local Board of Management; he shall not vote on any question except in case of a tie, when he shall have the deciding or casting vote.

2. Supporters of Locals before being allowed to take part in the business of any meeting of supporters of the Local shall produce for the inspection of the Local Secretary or other authorized official, satisfactory evidence of their being duly qualified shareholders of the Company.

By-law No. 14.—Local Elections.

1. Any supporter of a Local who is a shareholder of the Company in good standing and who has paid all calls upon shares held by him shall be eligible to be elected one of the Local Board of Management or as delegate from the Local to the General Meeting of the Company.

2. Any Local officer who enters the employ of the Company shall immediately resign from the office he holds in the Local.

3. Any member of the Local Board of Management provided he is a shareholder of the Company in good standing shall upon retiring from office or at any time subsequently be eligible for re-election to that or any other office in the Company.

4. Candidates for a position on the Local Board of Management or as delegate to the General Meeting of the Company shall be nominated openly in the Annual Meeting of the supporters of the Local and shall be elected by secret ballot.

5. At all meetings of the supporters of a Local each shareholder present shall have one vote and no proxies shall be allowed.

6. For the purposes of declaring the result of the election of the Local Board of Management and delegate to the Annual General Meeting of the Company, three duly qualified supporters of the Local, who are not candidates for office, shall be selected to act as scrutineers.

7. The Board of Management of a Local shall meet immediately after the Annual Meeting of the supporters of the Local and organize by electing from their own number a Chairman and shall also appoint a Secretary.

By-law No. 15.—Duties and Powers of Local Boards of Management.

1. It shall be the duty of the Board of Management of a Local to keep in close touch with local conditions and to be in a position to supply any information the Board of Directors may desire regarding the development of the Company's business at that point.

2. The Board of Management of a Local shall have power to recommend to the Board of Directors any line of action that they deem best calculated to promote the best interests of the supporters of that Local.

3. The Board of Management of a Local shall have power to fill any vacancy that may occur on the Board and the person appointed shall complete the tenure of office for which his predecessor was appointed.

By-law No. 16.—Duties of Local Officers.

Chairman.

1. It shall be the duty of the Chairman of the Board of Management of a Local to preside at all meetings of the supporters of the Local and of the Board of Management. He shall be an *ex officio* member of all committees appointed, and shall submit to the Annual Meeting of the supporters of the Local the report of the affairs of the Local on behalf of the retiring Board of Management.

(a) In case of the absence of the Chairman of the Local Board or his inability to act from any cause the Local Board of Management shall appoint from among themselves a Chairman *pro tem.*, and in case of the office of Chairman becoming vacant the Local Board of Management shall elect from their own number a Chairman who shall remain in office until the next Annual Meeting.

Secretary.

2. It shall be the duty of a Secretary of a Local to attend all meetings of the supporters of the Local and of the Local Board of Management, and to keep correct minutes of the same; he shall generally perform all duties incidental to the office of Secretary under the control and by the advice of the General Board of Management.

By-law No. 17.—Alterations of By-laws.

1. These By-laws shall only be changed at any Annual General Meeting of the Company by a two-thirds majority of the delegates present.



